

BROWN, TODD
& HEYBURN PLLC

RECORDATION NO. 10127-E
FILED

OCT 30 '97

10-10AM

October 29, 1997

Charles R. Keeton

Direct Dial
(502) 568-0257

3200 Providian Center
Louisville, KY 40202-3363
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Facsimile (502) 581-1087

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2700 Lexington Financial Center
Lexington, KY 40507-1749
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Northern Kentucky Office
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Indiana Office
120 West Spring Street, Suite 400
New Albany, IN 47150-3655
(812) 948-2800
Facsimile (812) 948-7994

Surface Transportation Board
Attn: Ms. Janice Fort
The Mercury Building
1925 K Street N.W.
Washington, DC 20423

VIA UPS OVERNIGHT

RECEIVED
SURFACE TRANSPORTATION
BOARD
OCT 30 10 18 AM '97

Re: Document for Recordation

Dear Ms. Fort:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Release of Interest, a secondary document, dated as of September 24, 1997.

The primary document to which this is connected is recorded under Recordation No. 10127.

The names and addresses of the parties to the documents are as follows:

Transferor: LaSalle National Bank, a national banking association, 130 South LaSalle Street, Chicago, Illinois 60690.

Transferees: PNC Leasing Corp., Kentucky, a Kentucky corporation, 330 Guthrie Green, Suite 301, Louisville, KY 40202-2514; and,

NationsBanc Leasing Corporation, a Delaware corporation,

A description of the equipment covered by the document follows:

Type: 229 used 100-ton, open-top hopper railroad cars with a value of \$7,500.00 per railroad car.

AAR Designation: HT.

Road (Serial) Numbers: ICRX 30000 -30235, inclusive, but excluding numbers 30019, 30088, 30134, 30135, 30153, 30166, 30167.

A fee of \$24 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to Brown, Todd & Heyburn PLLC, Attn: Charles R. Keeton, 3200 Providian Center, Louisville, KY 40202.

A short summary of the document to appear in the index follows:

Release of Interest by LaSalle National Bank, a national banking association not in its individual capacity, but solely as trustee under the Trust Agreement referenced in the instrument, with an address at 130 South LaSalle Street, Chicago, Illinois 60690, and covering the transfer of 229 used 100-ton, open-top hopper railroad cars with a value of \$7,500.00 per railroad car, pursuant to that certain Trust Agreement dated as of January 1, 1979 and that certain Joint Written Instruction of PNC Leasing Corp., Kentucky and NationsBanc Leasing Corporation, successors in interest to Citizens Fidelity Bank and Trust Company and Suburban Trust Company, respectively.

Should you have any questions please contact Charles R. Keeton at (502) 589-5400. Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Charles R. Keeton', with a stylized, cursive script.

Charles R. Keeton

cc: Dennis Turner

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

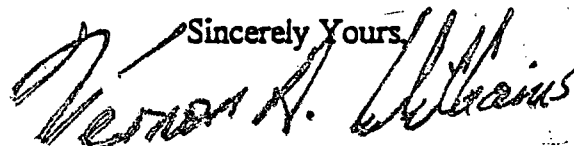
Charles R. Keeton
Brown, Todd & Heyburn PLLC
3200 Providian Center
Louisville, KY 40202-3369

DATE: 10/30/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 10/30/97 at 10:10AM, and
assigned recordation number(s). 10127-E and 101270F.

Sincerely Yours,

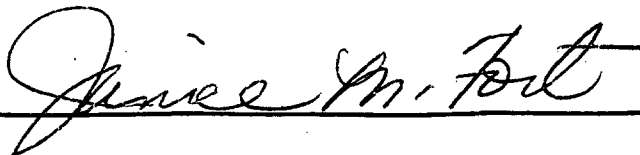


Vernon A. Williams
Secretary

Enclosure(s)

\$ 48.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



RELEASE OF INTEREST

OCT 30 '97

10-10AM

This is a Release of Interest (this "Release"), dated as of September 24, 1997, by and between LaSalle National Bank, acting as agent under that certain Participation Agreement dated February 1, 1979 ("LSNB") and PNC Leasing Corp., Kentucky ("PNC Leasing") and NationsBanc Leasing Corporation ("NationsBanc Leasing"), as successors in interest to Citizens Fidelity Bank and Trust Company ("CFBTC") and Suburban Trust Company ("STC") under that certain Trust Agreement dated as of January 1, 1979 among CFBTC, STC and Exchange National Bank of Chicago ("ENBC").

RECITALS

A. ICCC, CFBTC, STC, LSNB, ENBC, Island Creek Coal, Inc. and State Farm Life Insurance Company were parties to that certain Participation Agreement dated as of February 1, 1979.

B. STC, pursuant to that certain Trust Agreement dated as of January 1, 1979, as amended by that certain Trust Amendment Agreement No.1 dated as of February 1, 1979, authorized and directed ENBC to purchase certain units of railroad equipment pursuant to a Conditional Sale Agreement dated as of February 1, 1979, from Shenandoah-Virginia Corporation. That Conditional Sale Agreement was recorded with the Interstate Commerce Commission (the predecessor of the Surface Transportation Board) on February 21, 1979, and given recordation number 10127.

C. Shenandoah-Virginia Corporation assigned a portion of its interests in the Conditional Sale Agreement pursuant to an Agreement and Assignment dated February 1, 1979 to LSNB, acting as agent under the Participation Agreement mentioned under Recital A. above (the Assignment").

NOW, THEREFORE, in consideration of the covenants and mutual agreements contained herein and for other good and valuable consideration, the receipt, adequacy, and

mutuality of which is hereby acknowledged, the parties, intending to be legally bound, do hereby agree as follows:

1. Acknowledgement of Satisfaction. Pursuant to the Assignment, acting as agent under the Participation Agreement, LSNB acknowledges that (a) all of the obligations payable to it under the Conditional Sale Agreement dated as of February 1, 1979 (the "Conditional Sale Agreement"), have been paid in full, and (b) by virtue of Article 5 of the Conditional Sale Agreement, all of the right, title and interest of LSNB in and to this railroad equipment delivered and accepted under the Conditional Sale Agreement have previously expired.

2. Release of Interest. Pursuant to the Assignment, acting as agent under the Participation Agreement, LSNB hereby fully and forever releases all the right, title and interest of LSNB in and to each unit of the railroad equipment delivered and accepted under the Conditional Sale Agreement dated as of February 1, 1979.

3. Governing Law. This Release shall be governed by and construed in accordance with the laws of the Commonwealth of Kentucky.

4. Entire Agreement. This Release constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and supersedes all other prior agreements and understandings, both written and oral, between the parties. This Release may be amended only by written instrument executed by the parties.

5. Counterparts. This Release may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same release.

IN WITNESS WHEREOF, the parties hereto have duly executed and delivered counterparts of this Release as of the date set forth in the preamble hereto, but actually on the dates set forth below.

LASALLE NATIONAL BANK, as agent

By *[Signature]*

Title: First Vice President

Date: 9/24/97

PNC LEASING CORP., KENTUCKY

By *[Signature]*

Title: President & CEO

Date: 10/6/97

NATIONSBANC LEASING CORPORATION

By *[Signature]*

Title: VP, Asset Management

Date: 10-3-97

State of Illinois
COMMONWEALTH OF KENTUCKY

COUNTY OF JEFFERSON Cook

)
) SS
)

On this 24th day of September, 1997, before me personally appeared Sarah H. Webb, to me personally known, who being by me duly sworn, says that (s)he is the First Vice President of **LASALLE NATIONAL BANK**, as agent, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Nancy Bowen
NOTARY PUBLIC

My commission expires:

9/5/99

(SEAL)

COMMONWEALTH OF KENTUCKY

)
) SS
)

COUNTY OF JEFFERSON

On this 6 day of ~~September~~ October, 1997, before me personally appeared Ted K. Stierwalt, to me personally known, who being by me duly sworn, says that (s)he is the President of **PNC LEASING CORP., KENTUCKY**, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

W H Salter Jr
NOTARY PUBLIC

My commission expires:

NOTARY PUBLIC STATE OF KENTUCKY
My Commission Expires 09/05/99

(SEAL)

COMMONWEALTH OF KENTUCKY

)

) SS

COUNTY OF JEFFERSON

)

On this 3RD day of ~~September~~ ^{October}, 1997, before me personally appeared J. P. Grace, to me personally known, who being by me duly sworn, says that (s)he is the V.P., Asset Management of **NATIONS BANK LEASING CORPORATION**, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Margaret D. Baugh
NOTARY PUBLIC

NOTARY PUBLIC

My commission expires:

Notary Public, DeKalb County, Georgia

My Commission Expires May 9, 2000

(SEAL)